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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2009**

Department of the Treasury  
Internal Revenue Service

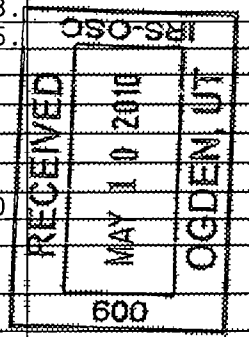
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

**For calendar year 2009, or tax year beginning** \_\_\_\_\_, **2009, and ending** \_\_\_\_\_

**G** Check all that apply  Initial return  Initial Return of a former public charity  Final return  
 Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	The Ruth W. Brown Foundation, Inc. Wilmot L. Harris, Jr., Trustee 170 Mason Street Greenwich, CT 06830	<b>A</b> Employer identification number 06-1409590 <b>B</b> Telephone number (see the instructions) (203) 661-6000 <b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 2,841,802.	<b>J</b> Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)</i>				
<b>REVENUE</b>				
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	223.	223.	223.	
4 Dividends and interest from securities	63,296.	63,296.	63,296.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-263,876.			
b Gross sales price for all assets on line 6a	810,018.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	36.			
<b>12 Total.</b> Add lines 1 through 11	-200,321.	63,519.	63,519.	
<b>ADMINISTRATIVE EXPENSES</b>				
13 Compensation of officers, directors, trustees, etc	50,000.	22,500.	22,500.	27,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	10,318.	4,643.	4,643.	5,675.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 3	26,256.	8,092.	8,092.	
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 4	20,596.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	1,263.			1,245.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	108,433.	35,235.	35,235.	34,420.
25 Contributions, gifts, grants paid Part XV	136,500.			136,500.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	244,933.	35,235.	35,235.	170,920.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-445,254.			
b Net investment income (if negative, enter 0)		28,284.		
c Adjusted net income (if negative, enter 0)			28,284.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	165,244.	125,652.	125,652.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
		b Investments – corporate stock (attach schedule)	2,969,460.	2,563,798.	2,716,150.
		c Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment, basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers – see instructions. Also, see page 1, item 1)	3,134,704.	2,689,450.	2,841,802.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund	3,134,704.	2,689,450.	
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see the instructions)	3,134,704.	2,689,450.		
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	3,134,704.	2,689,450.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,134,704.
2	Enter amount from Part I, line 27a	2	-445,254.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,689,450.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,689,450.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Capital Gains-See Attached	P	Various	Various
b Capital Losses-See Attached	P	Various	Various
c Capital Gain Distributions	P	Various	Various
d to correct rounding issue	P	12/31/09	12/31/09
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 194,190.		116,585.	77,605.
b 614,897.		957,307.	-342,410.
c 931.			931.
d		2.	-2.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			77,605.
b			-342,410.
c			931.
d			-2.
e			

2 Capital gain net income or (net capital loss). <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	-263,876.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <span style="float:right">[ If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 ]</span>	3	-263,876.

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	262,293.	3,273,302.	0.080131
2007	227,263.	3,964,870.	0.057319
2006	234,782.	3,758,576.	0.062466
2005	227,650.	3,796,746.	0.059959
2004	234,249.	3,807,719.	0.061520
2 Total of line 1, column (d)			0.321395
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.064279
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			2,395,690.
5 Multiply line 4 by line 3			153,993.
6 Enter 1% of net investment income (1% of Part I, line 27b)			283.
7 Add lines 5 and 6			154,276.
8 Enter qualifying distributions from Part XII, line 4			170,920.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		1	283.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	283.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	283.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 4,452.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d 19,534.		
7 Total credits and payments Add lines 6a through 6d	7	23,986.	
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	0.	
10 <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	23,703.	
11 Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> 566.   <b>Refunded</b>	11	23,137.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CT		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	X		
14	The books are in care of ▶ <u>Wilmot L. Harris, Jr.</u> Telephone no ▶ <u>(203) 661-6000</u> Located at ▶ <u>170 Mason Street, Greenwich, CT</u> ZIP + 4 ▶ <u>06830</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	▶	<input type="checkbox"/> N/A
			▶ 15	

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

BAA

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A  Yes  No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wilmot L. Harris, Jr. 170 Mason Street Greenwich, CT 06830	Trustee 0	50,000.	0.	0.
Sally C. Harris 170 Mason Street Greenwich, CT 06830	Trustee 0	0.	0.	0.
Stuart D. Adelberg 170 Mason Street Greenwich, CT 06830	Trustee 0	0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'**

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000

0

**Part VII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
-----		
-----		
-----		
-----		
-----		
<b>Total</b> number of others receiving over \$50,000 for professional services		0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
-----	
2	
-----	
3	
-----	
4	
-----	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount	
1 N/A		
-----		
2		
-----		
All other program-related investments. See instructions.		
3		
-----		
<b>Total.</b> Add lines 1 through 3		0.

BAA

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	2,425,526.
<b>b</b> Average of monthly cash balances	<b>1b</b>	6,647.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	2,432,173.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	2,432,173.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	36,483.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,395,690.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	119,785.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	119,785.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	283.	
<b>b</b> Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b	<b>2c</b>		283.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>		119,502.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b> Add lines 3 and 4	<b>5</b>		119,502.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7</b> Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>		119,502.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
<b>a</b> Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	<b>1a</b>	170,920.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the.		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	170,920.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	283.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	170,637.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				119,502.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years 20____, 20____, 20____		0.		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004	45,616.			
<b>b</b> From 2005	40,392.			
<b>c</b> From 2006	56,580.			
<b>d</b> From 2007	33,669.			
<b>e</b> From 2008	99,028.			
<b>f</b> Total of lines 3a through e	275,285.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>170,920.</u>				
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				119,502.
<b>e</b> Remaining amount distributed out of corpus	51,418.			
<b>5</b> Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	326,703.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2004 applied on line 5 or line 7 (see instructions)	45,616.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	281,087.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2005	40,392.			
<b>b</b> Excess from 2006	56,580.			
<b>c</b> Excess from 2007	33,669.			
<b>d</b> Excess from 2008	99,028.			
<b>e</b> Excess from 2009	51,418.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**1** a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test – enter.					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter.					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )

None

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number of the person to whom applications should be addressed.

**b** The form in which applications should be submitted and information and materials they should include

**c** Any submission deadlines.

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><i>a Paid during the year</i> See Attached</p>		Public	See Attached	136,500.
<b>Total</b>				▶ <b>3a</b> 136,500.
<i>b Approved for future payment</i>				
<b>Total</b>				▶ <b>3b</b>





2009

## Federal Statements

Page 1

Client 14728-01

The Ruth W. Brown Foundation, Inc.  
Wilmot L. Harris, Jr., Trustee

06-1409590

5/04/10

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Statement 1  
Form 990-PF, Part I, Line 11  
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 36.		
Total	\$ 36.	\$ 0.	\$ 0.

Statement 2  
Form 990-PF, Part I, Line 16a  
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey, Barnum & O'Mara	\$ 10,318.	\$ 4,643.	\$ 4,643.	\$ 5,675.
Total	\$ 10,318.	\$ 4,643.	\$ 4,643.	\$ 5,675.

Statement 3  
Form 990-PF, Part I, Line 16c  
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MSSB-Perkins, advisory fees	\$ 2,556.	\$ 1,278.	\$ 1,278.	
Neil S. Kenagy, CFA, advisory fees	10,073.			
SmithBarney-Reilly	4,183.	2,092.	2,092.	
UBS-Perkins, advisory fees	5,730.	2,865.	2,865.	
UBS-Reilly, advisory fees	3,714.	1,857.	1,857.	
Total	\$ 26,256.	\$ 8,092.	\$ 8,092.	\$ 0.

Statement 4  
Form 990-PF, Part I, Line 18  
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Backup-Withholding	\$ 19,534.			
Foreign Taxes Paid	1,062.			
Total	\$ 20,596.	\$ 0.	\$ 0.	\$ 0.

5/04/10

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Statement 5  
Form 990-PF, Part I, Line 23  
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADR Fees	\$ 18.			
Assoc. of Small Foundations, dues	495.			\$ 495.
Stuart Adelberg, meeting fees	750.			750.
Total	<u>\$ 1,263.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 1,245.</u>

2009

**Federal Supplemental Information**

**Page 1**

Client 14728-01

The Ruth W. Brown Foundation, Inc.  
Wilmot L. Harris, Jr., Trustee

06-1409590

5/04/10

02.41PM

The Trustees' commissions in the amount of \$50,000 are allocable to Wilmot L. Harris, Jr. The commissions are not paid to Mr. Harris personally, but instead paid to his law firm and divided by the partners of the firm.

Ruth W. Brown Foundation  
E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
505 shs., Abbott Labs De	27,708.24	Sold During Year	Sold During Year
1,445 shs., Accenture Ltd CL A De	41,056.00	28,980.71	42,330.00
1,020 shs., Accenture Ltd CL A De	52,471.84	52,471.84	47,175.00
1,020 shs., Aflac Inc	27,848.44	Sold During Year	Sold During Year
1,000 shs., Allele, Inc.	22,055.19	Sold During Year	Sold During Year
278 shs., Alliant Techsystems Inc	25,998.20	25,998.20	24,223.42
1,234 shs., Altria Group Inc	20,346.00	20,346.00	37,452.00
600 shs., Anadarko Petroleum Corp	24,344.40	37,523.07	42,918.72
226 shs., Apache Corp De	19,218.01	2,376.86	5,268.30
416 shs., Apache Corp De	62,363.49	62,363.49	48,093.00
198 shs., Apple Inc	72,826.41	72,826.41	68,673.50
25 shs., Apple Inc	13,072.00	Sold During Year	Sold During Year
3,450 shs., Applied Materials Inc De			
2,450 shs., AT&T Inc New			
400 shs., Avon Products Inc			

Ruth W. Brown Foundation  
E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
1,075 shs., Best Buy Co Inc De	52,243.80	Sold During Year	Sold During Year
777 shs., Bank of New York Mellon Corp	Purchased During Year	21,647.92	21,732.69
2,000 shs., Berkley W R Corp	Purchased During Year	43,787.55	49,280.00
425 shs., BP Plc Spons Adr	Purchased During Year	16,637.02	24,637.25
1,148 shs., Bristol Myers Squibb Company	Purchased During Year	26,383.11	28,987.00
3,000 shs., Calif Coastal Cmnty New, common	43,306.95	43,306.95	3,900.00
755 shs., Cardinal Health Inc De	48,114.02	Sold During Year	Sold During Year
3,000 shs., CBS Corporation CL B New	74,863.40	Sold During Year	Sold During Year
260 shs., Celgene Corp De	Purchased During Year	14,577.04	14,476.80
620 shs., Chesapeake Energy Corp Okla	20,682.27	Sold During Year	Sold During Year
355 shs., Church & Dwight Co Inc.	Purchased During Year	19,614.49	21,459.75
770 shs., Cigna Corp De	32,178.98	32,178.98	27,157.90
3,000 shs., Cisco Systems Inc	68,117.90	68,117.90	71,820.00

Ruth W. Brown Foundation  
E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
517 shs., Cognizant Tech Solutions Crp De	13,043.74	15,075.41	25,928.76
572 shs., Cognizant Tech Solutions Crp De			
785 shs., Comcast Corp New CL A De	19,844.80	Sold During Year	Sold During Year
1,225 shs., Community Health Systems Inc De	44,654.43	44,654.43	44,678.00
1,286 shs., Corning, Inc.	Purchased During Year	19,913.07	24,832.66
235 shs., Costco Wholesale Corp	14,911.04	14,911.04	13,904.95
740 shs., CVS Caremark Corp	24,831.80	24,831.80	23,835.40
650 shs., Danaher Corp De	49,000.90	54,290.76	54,896.00
730 shs., Danaher Corp De			
1,010 shs., Denbury Resources Inc	Purchased During Year	17,546.39	14,948.00
2,735 shs., El Paso Energy Partners	54,106.91	4,055.55	2,015.15
205 shs., El Paso Energy Partners			
2,600 shs., EMC Corp Mass De	39,477.53	27,026.92	31,096.60
1,780 shs., EMC Corp Mass De			
950 shs., Exxon Mobil Corp	19,231.33	34,914.76	73,713.39
1,081 shs., Exxon Mobil Corp			

Ruth W. Brown Foundation  
 E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
3,500 shs., Five Star Quality Care Inc De	35,171.50	35,171.50	12,145.00
682 shs., Gamestop Corp New CL A De	31,591.88	31,591.88	14,963.08
4,188 shs., General Electric Company	49,013.12	Sold During Year	Sold During Year
375 shs., Genentech Inc., common	19,924.17	Sold During Year	Sold During Year
307 shs., Genl Dynamics Corp	24,545.58	Sold During Year	Sold During Year
1,450 shs., Genpact Ltd De	18,995.00	Sold During Year	Sold During Year
432 shs., Gilead Sciences Inc De	17,720.96		
432 shs., Gilead Sciences Inc De		18,395.96	18,692.64
47 shs., Goldman Sachs Group Inc	Purchased During Year	8,750.40	7,935.48
536 shs., Goodrich Corp	22,377.64		
225 shs., Goodrich Corp		9,393.60	14,456.25
80 shs., Graco Inc De	3,472.00	Sold During Year	Sold During Year
563 shs., Hewlett Packard Company	Purchased During Year	26,629.50	29,000.13
2,000 shs., Hugoton Royalty Tr UBI	50,475.92	50,475.92	32,160.00

Ruth W. Brown Foundation  
 E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
2,000 shs., Intel Corp., common	7,112.75	18,325.20	53,448.00
2,620 shs., Intel Corp., common			
1,355 shs., Intl Game Technology De	52,863.25	52,863.25	25,433.35
475 shs., ITT Corp De	29,364.68	7,454.47	6,466.20
130 shs., ITT Corp De			
1,000 shs., Johnson & Johnson	62,702.11	82,253.80	85,987.35
1,335 shs., Johnson & Johnson			
840 shs., Jacobs Engineering Group Inc De	46,921.35	Sold During Year	Sold During Year
1,000 shs., Kinder Morgan Energy Partners MLP	42,852.23	42,852.23	60,980.00
127 shs., Lockheed Martin Corp	Purchased During Year	9,877.89	9,569.45
319 shs., McDonalds Corp	18,132.47	19,361.10	21,229.60
340 shs., McDonalds Corp			
420 shs., MEMC Electronic Materials Inc De	23,522.20	23,522.20	5,720.40
275 shs., Millipore Corp De	19,712.00	19,712.00	19,896.25
250 shs., Monsanto Company	11,812.50	46,359.39	53,137.50
650 shs., Monsanto Company			

Ruth W. Brown Foundation  
E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
2,980 shs., Mylan Inc De	44,552.72	44,552.72	54,921.40
1,500 shs., Nasdaq Stock Market Inc	42,534.95	Sold During Year	Sold During Year
980 shs., Nasper's Ltd Spon Adr De	21,918.38	21,918.38	39,984.00
2,320 shs., Natl Bank Greece Sa Spon Adr	23,032.03	Sold During Year	Sold During Year
2,250 shs., Nestle S A Reg B ADR	44,113.41		
2,000 shs., Nestle S A Reg B ADR		39,211.92	97,125.00
390 shs., News Corp Inc Dela CL A De	6,848.71	Sold During Year	Sold During Year
3,000 shs., Nokia Corp Spon Adr	50,858.95	50,858.95	38,550.00
433 shs., Nucor Corp		18,457.53	20,199.45
7,405 shs., Oracle Corp	189,034.19		
4,090 shs., Oracle Corp		104,409.18	100,327.70
450 shs., Pepsico Inc	29,884.43	29,884.43	27,360.00
1,265 shs., Perficient Inc De	9,039.98	9,039.98	10,663.95
1,900 shs., Philip Morris International Inc	87,042.07	87,042.07	91,561.00

Ruth W. Brown Foundation  
E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
1,500 shs., Plum Creek Timber Co, common	32,621.17	32,621.17	56,640.00
350 shs., Praxair Inc De	26,915.86	Sold During Year	Sold During Year
500 shs., Proctor & Gamble Co., common	22,612.07	22,612.07	30,315.00
1,000 shs., Public Storage Prf Shs	Purchased During Year	21,086.65	23,290.00
1,731 shs., Qualcomm Inc	66,561.36	66,561.36	80,076.06
1,000 shs., Quest Diagnostic Inc	52,359.95	52,359.95	60,380.00
2,500 shs., Realty Income Corp REIT	57,383.95	57,383.95	64,775.00
39 shs., Research in Motion Ltd De	3,637.58		
288 shs., Research in Motion Ltd De		18,723.63	19,451.52
2,000 shs., Schering Plough Corp	45,863.67	Sold During Year	Sold Durign Year
325 shs., Schlumberger Ltd Netherlands Antilles	19,773.00		
250 shs., Schlumberger Ltd Netherlands Antilles		14,594.25	16,272.50
2,500 shs., Ship Finance Intl, common	48,167.45	48,167.45	34,075.00
108 shs., SPDR Gold Tr Gold Shs	Purchased During Year	10,765.33	11,589.48

Ruth W. Brown Foundation  
E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
1,500 shs., Starwood Pty Trust Inc	Purchased During Year	28,230.70	28,335.00
495 shs., State Street Corp	33,822.00 Sold During Year		Sold During Year
593 shs., Teva Pharmaceuticals Ind Ltd. Israel	20,979.42	20,979.42	33,314.74
1,200 shs., The Southern Company	Purchased During Year	37,383.55	39,984.00
885 shs., Thermo Fisher Scientific Inc	40,898.81	59,780.98	64,381.50
1,350 shs., Thermo Fisher Scientific Inc	54,759.95	39,072.49	29,140.00
3,000 shs., Time Warner Inc			
1,000 shs., Time Warner Inc			
393 shs., Total SA France Spon Adr	26,440.92	26,801.01	25,616.00
400 shs., Total SA France Spon Adr			
222 shs., Transocean Ltd	32,115.78	Sold During Year	Sold During Year
350 shs., Union Pacific Corp De	25,787.04	Sold During Year	Sold During Year
210 shs., Untd Technologies Corp De	13,572.65	15,576.38	16,727.81
241 shs., Untd Technologies Corp De			
403 shs., Verizon Communications Inc De	11,471.52		
681 shs., Verizon Communications Inc De		19,696.25	22,561.53

Ruth W. Brown Foundation  
 E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
500 shs., Vanguard Bd Index Fd ST Bd Etf	Purchased During Year	40,101.10	39,770.00
1,000 shs., Wal Mart Stores Inc	46,479.95	46,479.95	53,450.00
2,000 shs., Walgreen Company	80,793.86	80,793.86	73,440.00
645 shs., Walt Disney Co	20,516.92	20,516.92	20,801.25
750 shs., Weatherford International Ltd	Purchased During Year	15,156.38	13,432.50
465 shs., Windstream Corp	5,376.15	Sold During Year	Sold During Year
566 shs., XTO Energy Inc	19,822.19		
365 shs., XTO Energy Inc		13,630.58	16,983.45
Total Line 10b:	\$ 2,929,139.94	\$ 2,563,798.50	\$ 2,716,149.76

Line13-Other Investments (Options)

-4 contracts, Call Avon Products Inc Due 01 09	(580.00)	Purchased During Year	-
-5 contracts, Call Cognizant Tech Sol Due 01 09	(1,150.00)	Purchased During Year	-
-3 contracts, Call Genl Dynamics Corp Due 01 09	(840.00)	Purchased During Year	-

Ruth W. Brown Foundation  
 E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
<u>Line 13-Other Investments (Options)</u>			
-6 contracts, Call Qualcomm Inc Due 01 09	(1,524.00)	Purchased During Year	-
-4 contracts, Call Verizon Comm Due 01 09	(240.00)	Purchased During Year	-
Total Line 13:	<u>\$ (4,334.00)</u>	<u>\$ -</u>	<u>\$ -</u>
Total Line 10b and Line 13:	<u>\$ 2,969,460.37</u>	<u>\$ 2,563,798.50</u>	<u>\$ 2,716,149.76</u>

The Ruth W. Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
<u>A. Property Sold for a Gain</u>						
<u>Short Term Gain</u>						
Call Anadarko Petro 05 09 6 contracts	Purchased	5/18/2009	4/20/2009	1,199.96	-	1,199.96
Call Anadarko Pete Due 02 09 6 contracts	Purchased	1/21/2009	1/8/2009	2,159.98	840.00	1,319.98
Call Apache Corp Due 2/21/09 2 contracts	Purchased	2/17/2009	2/4/2009	719.99	126.46	593.53
Call Apple Inc Due 5/16/09 2 contracts	Purchased	5/15/2009	4/16/2009	3,639.90	-	3,639.90
Call Apple Inc Due 2/21/09 1 contract	Purchased	1/15/2009	1/8/2009	614.99	220.00	394.99
Call Apple Inc Due 3/21/09 2 contracts	Purchased	3/5/2009	1/26/2009	1,199.99	800.00	399.99
Call Applied Materials I Due 04 09 16 contracts	Purchased	1/21/2009	1/8/2009	1,199.99	400.00	799.99
Call AT&T Inc Due 04 09 4 contracts	Purchased	1/21/2009	1/8/2009	799.99	428.00	371.99

The Ruth W. Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Call Chesapeake En Due 2/21/09 6 contracts	Purchased	2/23/2009	2/4/2009	449.99	-	449.99
Call Church & Dwight 3/21/09 3 contracts	Purchased	2/11/2009	2/4/2009	599.99	283.31	316.68
Call Cognizant Tech Solu 05 09 5 contracts	Purchased	5/15/2009	4/16/2009	699.98	-	699.98
Call Cognizant Tech Solu 04 09 5 contracts	Purchased	3/5/2009	1/8/2009	1,249.99	550.00	699.99
Call Gamestop Corp 05 09 6 contracts	Purchased	4/20/2009	4/16/2009	1,199.96	360.00	839.96
Call Gamestop Corp 06 09 6 contracts	Purchased	6/22/2009	4/22/2009	3,059.92	-	3,059.92
Call Gamestop Corp 04 09 6 contracts	Purchased	3/5/2009	2/20/2009	1,109.99	420.00	689.99
Call Genentech Inc 03 09 3 contracts	Purchased	3/23/2009	2/2/2009	524.99	-	524.99
Call Genl Electric Co 06 09 14 contracts	Purchased	2/11/2009	1/22/2009	3,568.22	2,198.00	1,370.22

The Ruth W. Brown Foundation, Inc.  
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 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date</u>		<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
		<u>Acquired</u>	<u>Sold</u>			
Call Goodrich Corp 05 09 2 contracts	Purchased	5/18/2009	4/20/2009	259.99	-	259.99
Call ITT Corp 05 09 4 contracts	Purchased		4/16/2009	799.97	-	799.97
Call Praxair Inc 05 09 3 contracts	Purchased	4/20/2009	4/16/2009	1,019.97	480.00	539.97
3 contracts	Purchased	5/15/2009	4/22/2009	1,049.97	-	1,049.97
Call Qualcomm Inc 05 09 6 contracts	Purchased	5/15/2009	4/16/2009	1,499.96	504.00	995.96
Call Qualcomm Inc 02 09 6 contracts	Purchased	1/29/2009	1/9/2009	1,463.99	588.00	875.99
Call United Technologies 02 09 2 contracts	Purchased	1/21/2009	1/9/2009	469.99	50.00	419.99
Call Verizon Communicat 04 09 4 contracts	Purchased	1/27/2009	1/8/2009	971.99	376.00	595.99
Gilead Sciences Inc De 72 shares	Purchased	2/6/2009	10/27/2009	3,220.58	3,065.99	154.59

The Ruth W. Brown Foundation, Inc  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Intel Corp 620 shares	Purchased	3/5/2009	11/4/2009	11,575.29	4,336.50	7,238.79
Short Term Capital Gain				\$ 46,329.52	\$ 16,026.26	\$ 30,303.26
<u>Long Term Gain</u>						
Accenture Ltd CL A De 835 shares	Purchased	4/3/2006	10/6/2009	15,699.13	12,075.29	3,623.84
Apple Inc 200 shares	Purchased	9/29/2006	5/15/2009	19,999.48	19,014.90	\$ 984.58
Exxon Mobil Corp 150 shares	Purchased	9/29/2006	2/2/2009	11,909.93	3,036.53	8,873.40
General Electric Company 1,200 shares	Purchased	6/21/1993	10/22/2009	19,203.75	14,160.57	5,043.18
2,000 shares	Purchased	6/21/1993	12/8/2009	32,370.61	23,600.95	8,769.66
Genentech Inc 300 shares	Purchased	7/31/2003	3/25/2009	25,499.85	15,939.34	9,560.51
75 shares	Purchased	11/28/2007	3/26/2009	7,125.00	3,984.83	3,140.17
Natl Bank Greece Sa Spon Adr sale of rights	Assigned	6/20/2008	8/7/2009	710.33	-	710.33

The Ruth W. Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date</u>		<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
		<u>Acquired</u>	<u>Sold</u>			
Nestle Sa Reg B Adr 250 shares	Purchased	5/22/2003	10/22/2009	11,113.26	4,901.49	6,211.77
Praxair Inc De 20 shares	Purchased	1/22/2008	10/19/2009	1,691.47	1,538.05	153.42
30 shares	Purchased	1/22/2008	10/19/2009	2,537.20	2,307.07	230.13
Long Term Capital Gain				\$ 147,860.01	\$ 100,559.02	\$ 47,300.99
<u>Capital Gain Distribution</u>						
Deutsche Investment Mgmt NYAG Distribution	N/A	N/A	7/23/2009	930.75	-	930.75
Capital Gain Distribution				\$ 930.75	-	\$ 930.75
Total Gain				\$ 195,120.28	\$ 116,585.28	\$ 78,535.00

B. Property Sold at a Loss

<u>Short Term Loss</u>						
Cognizant Tech Solutions Corp 500 shares	Purchased	9/23/2008	5/15/2009	11,249.71	12,614.84	(1,365.13)

The Ruth W Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
General Electric Company 1,400 shares	Purchased	10/3/2008	3/6/2009	10,840.63	16,520.66	(5,680.03)
Genl Dynamics Corp 210 shares	Purchased	6/17/2008	3/27/2009	8,248.75	16,790.14	(8,541.39)
Genzyme Corp Gen Div 53 shares	Purchased	2/6/2009	10/27/2009	2,777.86	3,692.54	(914.68)
Proshares Trust Ultrashort S&P 525 shares	Purchased	3/30/2009	12/18/2009	18,862.76	42,273.59	(23,410.83)
Research in Motion 39 shares	Purchased	1/23/2008	1/8/2009	1,719.66	3,637.58	(1,917.92)
Union Pacific Corp 350 shares	Purchased	8/12/2008	3/27/2009	14,486.41	25,787.04	(11,300.63)
Short Term Capital Loss				\$ 68,185.78	\$ 121,316.39	\$ (53,130.61)
<u>Long Term Loss</u>						
Abbott Labs De 505 shares	Purchased	5/20/2008	10/19/2009	26,337.09	27,708.24	(1,371.15)
Allele Inc. 1,000 shares	Purchased	2/21/2003	3/4/2009	26,958.99	27,848.44	(889.45)

The Ruth W. Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date</u>		<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
		<u>Acquired</u>	<u>Sold</u>			
Alliant Techsystems Inc 158 shares	Purchased	11/9/2006	3/19/2009	10,560.24	12,534.96	(1,974.72)
120 shares	Purchased	1/18/2008	3/27/2009	7,589.95	9,520.23	(1,930.28)
AOL Inc 90.9090 shares	Purchased	11/7/2007	12/18/2009	2,115.21	2,116.36	(1.15)
Avon Products 400 shares	Purchased	11/30/2006	2/3/2009	8,524.98	13,072.00	(4,547.02)
Best Buy Inc 10 shares	Purchased	6/8/2006	6/26/2009	330.09	485.99	(155.90)
1,065 shares	Purchased	6/28/2007	10/6/2009	40,013.68	51,757.81	(11,744.13)
Cardinal Health Inc 145 shares	Purchased	10/9/2007	2/6/2009	5,297.63	9,240.44	(3,942.81)
610 shares	Purchased	10/9/2007	6/12/2009	18,297.44	38,873.58	(20,576.14)
CBS Corporation CL B 3,000 shares	Purchased	4/29/2008	6/29/2009	21,771.99	74,863.40	(53,091.41)
Chesapeake Energy Corp Okla 620 shares	Purchased	4/25/2007	12/16/2009	15,500.10	20,682.27	(5,182.17)
Comcast Corp New CL A 785 shares	Purchased	8/23/2007	6/3/2009	10,585.51	19,844.80	(9,259.29)

The Ruth W. Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
EI Paso Energy Partners LP 2,530 shares	Purchased	8/16/2005	5/8/2009	18,937.92	50,051.36	(31,113.44)
EMC Corp Mass De 820 shares	Purchased	1/25/2007	3/3/2009	8,905.97	12,450.61	(3,544.64)
Genl Dynamics Corp 97 shares	Purchased	9/29/2006	3/19/2009	3,852.89	7,755.44	(3,902.55)
Genpact Ltd De 1,450 shares	Purchased	3/10/2008	5/21/2009	14,282.65	18,995.00	(4,712.35)
Goodrich Corp 311 shares	Purchased	9/29/2006	3/19/2009	11,564.49	12,984.04	(1,419.55)
Graco Inc De 80 shares	Purchased	3/20/2006	7/31/2009	1,952.02	3,472.00	(1,519.98)
ITT Corp De 400 shares	Purchased	11/27/2007	5/15/2009	15,999.58	24,728.15	(8,728.57)
Jacobs Engineering Group Inc 840 shares	Purchased	5/7/2007	5/12/2009	34,579.40	46,921.35	(12,341.95)
Nasdaq Stock Market Inc 1,500 shares	Purchased	3/20/2007	4/7/2009	30,045.13	42,534.95	(12,489.82)

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 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Natl Bank Greece Sa Spon Adr 1,160 shares	Purchased	6/20/2008	12/11/2009	6,388.53	11,516.02	(5,127.49)
1,160 shares	Purchased	6/20/2008	12/14/2009	5,807.27	11,516.01	(5,708.74)
News Corp Inc Dela CL A 390 shares	Purchased	5/24/2007	3/3/2009	2,262.37	6,848.71	(4,586.34)
Oracle Corp 315 shares	Purchased	3/20/2006	2/6/2009	5,289.23	8,041.29	(2,752.06)
3,000 shares	Purchased	6/13/2000	5/14/2009	54,770.66	76,583.72	(21,813.06)
Praxair Inc De 300 shares	Purchased	1/18/2008	5/20/2009	19,499.49	23,070.74	(3,571.25)
Schering Plough Corp 2,000 shares	Purchased	3/14/2005	3/6/2009	32,923.86	45,863.67	(12,939.81)
Schlumberger Ltd Nether Antil 325 shares	Purchased	9/29/2006	4/1/2009	14,069.13	19,773.00	(5,703.87)
State Street Corp 495 shares	Purchased	6/19/2008	10/30/2009	21,623.37	33,822.00	(12,198.63)
Time Warner Cable Inc 251.01 shares	Purchased	11/7/2007	5/12/2009	8,617.01	13,571.10	(4,954.09)

The Ruth W. Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Transocean Ltd 222 shares	Purchased	8/12/2008	12/16/2009	18,816.79	32,115.78	(13,298.99)
Windstream Corp 350 shares	Purchased	3/21/2006	3/3/2009	3,419.13	5,376.15	(1,957.02)
XTO Energy Inc 566 shares	Purchased	9/29/2006	3/27/2009	19,221.20	19,451.49	(230.29)
Long Term Capital Loss				\$ 546,710.99	\$ 835,991.10	\$ (289,280.11)
Total Loss				\$ 614,896.77	\$ 957,307.49	\$ (342,410.72)

The Ruth W. Brown Foundation, Inc.  
 E.I.N. 06-1409590  
 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Abilis 50 Glenville Street Greenwich, CT 06831	Public	To support general operating expenses	1,000.00
At Home in Greenwich 139 East Putnam Avenue Greenwich, CT 06830	Public	To support general operating expenses	1,500.00
Boys & Girls Club of Stamford 347 Stillwater Avenue Stamford, CT 06902	Public	To support Project Learn and Power Hour Programs	3,000.00
Boundless Ground Committee Junior League 231 East Putnam Avenue Greenwich, CT 06830	Public	To support general operating expenses	2,000.00
Child Guidance Center 196 Greyrock Place Stamford, CT 06901	Public	Unrestricted 2009 Grant	4,000.00
Children's Day School 8 Riverside Avenue Riverside, CT 06878	Public	To support general operating expenses	2,500.00
Community Centers, Inc. 61 East Putnam Avenue Greenwich, CT 06830	Public	To support general operating expenses	1,000.00

The Ruth W. Brown Foundation, Inc.  
 E.I.N. 06-1409590  
 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Community Health Center, Inc. 141 Franklin Street Stamford, CT 06901	Public	To support general operating expenses	4,000.00
Connecticut Fund for the Environment 126 E. Putnam Avenue Cos Cob, CT 06807	Public	To support general operating expenses	1,000.00
CTE, Inc. 34 Woodland Ave Stamford, CT 06902	Public	To support general operating expenses	5,000.00
Fairfield County Community Foundation 383 Main Street Norwalk, CT 06851-1543	Public	To support workshops for nonprofit staff and board members	2,000.00
Family Centers 40 Arch Street Greenwich, CT 06830	Public	To support general operating expenses	25,000.00
Gateway Classical Music Society Inc. 1117 East Putnam Avenue, #315 Riverside, CT 06878	Public	To support general operating expenses	500.00
Greenwich Arts Council 299 Greenwich Avenue Greenwich, CT 06830	Public	To support Student Docent Program	3,000.00

The Ruth W. Brown Foundation, Inc  
 EIN: 06-1409590  
 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Greenwich Red Cross 99 Indian Field Road Greenwich, CT 06830	Public	To support Emergency Assistance Program and Management	7,500.00
Groundwork Bridgeport 510 Barnum Avenue, Suite 304 Bridgeport, CT 06608	Public	To support general operating expenses	5,000.00
Jewish Family Services of Greenwich One Holly Hill Lane Greenwich, CT 06830	Public	To support supermarketing for seniors program	4,000.00
Kids in Crisis One Salem Street Cos Cob, CT 06807	Public	To support general operating expenses	4,000.00
Lighthouse International The Sol and Lillian Goldman Building 111 East 59th Street New York, NY 10022-1202	Public	To support general operating expenses	1,000.00
Mutual Housing Association of SW CT 63 Stillwater Avenue Stamford, CT 06902	Public	To support general operating expenses	10,000.00
Person-to-Person 1864 Post Road Darien, CT 06820	Public	To support Campership Program	8,000.00

The Ruth W. Brown Foundation, Inc.  
 E.I.N. 06-1409590  
 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Shakespeare on the Sound P.O. Box 15 Norwalk, CT 06853	Public	To Support Performance in Greenwich, CT	1,000.00
Sound Waters Cove Island Park 1281 Cove Road Stamford, CT 06902	Public	To support general operating expenses	4,000.00
St. Luke's Lifeworks 141 Franklin Street Stamford, CT 06901	Public	To support New Beginnings Family Program	10,000.00
Stamford Symphony Orchestra 263 Tresser Boulevard Stamford, CT 06901	Public	To support general operating expenses	2,000.00
Visiting Nurse & Hospice Care 1029 East Main Street Stamford, CT 06902-4108	Public	To support general operating expenses	1,000.00
Waterside School 535 Fairfield Avenue Stamford, CT 06902	Public	To support general operating expenses	1,000.00
Women's Mentoring Network, Inc. 141 Franklin Street Stamford, CT 06901	Public	To support general operating expenses	5,000.00

The Ruth W. Brown Foundation, Inc.  
 E.I.N. 06-1409590  
 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Women's Business Dev Ctr 888 Washington Blvd, 10th Floor Stamford, CT 06901	Public	To support general operating expenses	7,500.00
Yerwood Center 90 Fairfield Ave Stamford, CT 06902	Public	To support general operating fund	5,000.00
YMCA P.O. Box 1206 Litchfield, CT 06759	Public	To support CLP Program at Camp Mohawk	5,000.00
<b>Total Contributions</b>			<b>\$ 136,500.00</b>